

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF OKLAHOMA**

<b>IN RE:</b>	)	
	)	
<b>KEYSTONE GAS CORPORATION</b>	)	<b>Case No. 22-12088-SAH</b>
	)	
<b>Debtor.</b>	)	<b>Chapter 11</b>

**DEBTOR’S MOTION TO EXTEND TERM OF EXISTING POST-PETITION  
FINANCING PURSUANT TO SECTION 364(c) OF THE BANKRUPTCY CODE**

**NOTICE OF OPPORTUNITY FOR HEARING**

**Your rights may be affected. You should read this document carefully and consult your attorney about your rights and the effect of this document.** If you do not want the Court to grant the requested relief, or you wish to have your views considered, you must file a written response or objection to the requested relief with the Clerk of the United States Bankruptcy Court for the Western District of Oklahoma, 215 Dean A. McGee Avenue, Oklahoma City, OK 73102 no later than fourteen (14) days from the date of filing of this request for relief. You should also serve a file-stamped copy of your response or objection to the undersigned movant/movant’s attorney [and others who are required to be served] and file a certificate of service with the Court. If no response or objection is timely filed, the Court may grant the requested relief without a hearing or further notice.

**The fourteen (14) day period includes the three (3) days allowed for mailing provided for in Bankruptcy Rule 9006(f).**

TO THE HONORABLE SARAH A. HALL,  
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Keystone Gas Corporation (“**Debtor**” or “**Keystone**”), debtor and debtor-in-possession in the above-referenced bankruptcy case, hereby submits this motion (the “**Motion**”) seeking entry of an order authorizing the Debtor to extend its existing post-petition financing pursuant to 11 U.S.C. § 364(c)(1) and (2). In support of the Motion, the Debtor respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue in this Court is proper pursuant to 28 U.S.C. § 1408.

### **BACKGROUND**

3. On September 14, 2022 (the “**Petition Date**”), the Debtor filed its Voluntary Petition for bankruptcy under chapter 11 of the Bankruptcy Code initiating this bankruptcy case (the “**Chapter 11 Case**”). The Debtor continues to operate its business as debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee of unsecured creditors has been appointed.

4. The Debtor owns and operates pipeline and other assets related to the gathering and processing of natural gas. Between 2014 and 2020, the price of natural gas plummeted to unprofitable levels, much of the Debtor’s pipeline was shut in, and much of the processing of natural gas by the Debtor ceased. Unfortunately, by the time the price of natural gas rose to a level of profitability, the Debtor lacked the capital to restart its operations. The Debtor, while still operating, has focused its operations on performing the tasks required by various government agencies and required to maintain its existing assets due to its lack of capital.

5. The Debtor filed this Chapter 11 Case to reorganize its outstanding debts and ownership structure and to infuse new capital into the Company. With additional capital and new operational leadership, the Debtor anticipates successfully emerging from bankruptcy as a profitable corporation with ongoing operations.

6. Prior to the Petition Date, the Debtor entered into a Plan Support Agreement with Navitas Utility Corporation (“**Navitas**”) and Southern Kentucky Energy, LLC (“**Southern**

**Kentucky**”) that adopts the terms of a Restructure Term Sheet outlining the parameters of the Debtor’s forthcoming plan of reorganization.

7. On October 1, 2022, the Debtor filed its Motion for Final Order (I) Authorizing the Debtor-In-Possession to Obtain Post-Petition Financing Pursuant to Section 364(c) of the Bankruptcy Code, (II) Granting Liens and Super-Priority Claims, and (III) Granting Related Relief seeking post-petition financing to satisfy administrative expenses associated with the operation of its businesses as a going concern and other costs relating to the administration of the Chapter 11 Case.

8. The Court entered its Amended Agreed Final Order (I) Authorizing the Debtor-In-Possession to Obtain Post-Petition Financing Pursuant to Section 364(c) of the Bankruptcy Code, (II) Granting Liens and Super-Priority Claims, and (III) Granting Related Relief [Docket No. 116] (the “**DIP Order**”) on December 2, 2022.

9. The terms of the Post-Petition DIP Promissory Note (the “**DIP Note**”) and Security Agreement (the “**DIP Security Agreement**,”) (collectively with the DIP Note, the “**DIP Financing Documents**”) include a Final Maturity Date of March 1, 2023.

10. The existing post-petition financing (the “**DIP Loan**” or “**DIP Facility**”), the DIP Financing Documents, and their terms are set forth in the DIP Order and its exhibits, which are incorporated herein by this reference.

### **RELIEF REQUESTED**

11. The Debtor seeks to extend the Final Maturity Date of the approved DIP Loan to the earlier of July 1, 2023 or the Effective Date of the Debtor’s Plan.

12. The Debtor has not requested or obtained other post-petition financing in this case.

13. The Debtor is a duly organized, validly existing Oklahoma corporation and has the

requisite power and authority to own, lease, and operate its property, including, without limitation, the proposed collateral. The Debtor has the requisite power and authority to enter into, execute, deliver, and perform its obligations under the DIP Financing Documents, and to incur the obligations provided for therein.

14. Proceeds of the existing DIP Facility were deposited into the Debtor's bank account in December 2022, pursuant to the DIP Order. Since that time, the Debtor has utilized its operating receipts and DIP proceeds for the purchase of operating inventory and supplies, insurance premiums, repairs and maintenance costs, fees to the United States Trustee, and post-petition installment payments due to Ally Bank.

15. As of February 28, 2023, \$92,965.81 of the \$100,000.00 DIP Facility remains in the Debtor's bank account.

16. The Debtor does not request additional post-petition funding, but requests only that the current DIP Loan term be extended to the earlier of July 1, 2023 or the Effective Date of the Debtor's Plan to allow its continued operation pending confirmation of its Plan.

#### **BASIS FOR RELIEF REQUESTED**

**A. An extension of time to utilize the existing DIP Loan should be approved.**

17. Section 364(c) Bankruptcy Code provides, among other things, that if a debtor is unable to obtain unsecured credit allowable as an administrative expense under section 503(b)(1) of the Bankruptcy Code, the court may authorize the debtor to obtain credit or incur debt with priority over any and all administrative expenses as specified in section 503(b) or 507(b) of the Bankruptcy Code. *See* 11 U.S.C. § 364(c).

18. To satisfy the requirements of section 364(c) of the Bankruptcy Code, a Debtor need only demonstrate "by a good faith effort that credit was not available to the debtor on an

unsecured or administrative basis.” *See e.g. In re W. Pac. Airlines, Inc.*, 223 B.R. 567, 572 (Bankr. D. Colo. 1997); *see also In re Phase-I Molecular Toxicology Inc.*, 285 B.R. 494 (Bankr. D. N.M. 2002).

19. “[C]ases consistently reflect that the court's discretion under section 364 is to be utilized on grounds that permit reasonable business judgment to be exercised so long as the financing agreement does not contain terms that leverage the bankruptcy process and powers or its purpose is not so much to benefit the estate as it is to benefit a party-in-interest.” *In re Ames Dep't Stores, Inc.*, 115 B.R. 34, 40 (Bankr. S.D.N.Y. 1990). Further, a debtor does not have a duty to explore credit options from every lender before concluding that alternate credit is not available; rather, provided a debtor's business judgment does not run afoul of the provisions or policies underlying the Bankruptcy Code, courts should grant a debtor considerable deference in accordance with such debtor's desire to obtain post-petition financing. *See e.g. In re Ames Dep't Stores, Inc.*, 115 B.R. 34, 40 (Bankr. S.D.N.Y. 1990); *see also In re Farmland Indus. Inc.*, 294 B.R. 855, 881 (Bankr. W.D. Mo. 2003); *In re Snowshoe Co., Inc.*, 789 F.2d 1085, 1088 (4th Cir. 1986).

20. “Under the ‘business judgment’ rule, the management of a corporation's affairs is placed in the hands of its board of directors and officers, and the Court should interfere with their decisions only if it is made clear that those decisions are, *inter alia*, clearly erroneous, made arbitrarily, are in breach of the officers' and directors' fiduciary duty to the corporation, are made on the basis of inadequate information or study, are made in bad faith, or are in violation of the Bankruptcy Code.” *In re Farmland Indus., Inc.*, 294 B.R. 855, 881–82 (Bankr. W.D. Mo. 2003); *see also In re United Artists Theatre Company v. Walton*, 315 F.3d 217, 233 (3rd Cir.2003); *Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1309 (5th Cir.1985); *In*

*re Defender Drug Stores, Inc.*, 145 B.R. 312, 317 (9th Cir. BAP 1992). “Only in circumstances where there are allegations of, and a real potential for, abuse by corporate insiders, should the Court scrutinize the actions of the corporation.” *In re Simasko Prod. Co.*, 47 B.R. 444, 449 (Bankr. D. Colo. 1985) (“[D]iscretion to act with regard to business planning activities is at the heart of the debtor’s power.”) (citations omitted). *See also In re DeLuca Distributing Company*, 38 B.R. 588, 591 (Bankr.N.D.Ohio 1984) (“The authority to operate the [Chapter 11] debtor’s business necessarily includes the concomitant discretion to exercise reasonable judgment in ordinary business matters.”). To determine whether the business judgment standard is met, a court is “required to examine whether a reasonable business person would make a similar decision under similar circumstances.” *In re Exide Techs.*, 340 B.R. 222, 239 (Bankr. D. Del. 2006).

21. Further, “[t]he preservation and maintenance of the going concern value of the Debtor is integral to a successful reorganization of the Debtor pursuant to the provisions of Chapter 11 of the Bankruptcy Code.” *In re W. Pac. Airlines, Inc.*, 223 B.R. 567, 568 (Bankr. D. Colo. 1997).

22. Extending the Final Maturity Date under the existing DIP Loan satisfies each of the required factors, constitutes sound business judgment, and is integral to the Debtor’s reorganization.

23. Here, the Debtor negotiated post-petition financing in an amount sufficient to fund ongoing operational requirements and to re-start operations for which it currently lacks capital, secured by unencumbered assets of the Debtor. An extension of time to use such funds will allow the Debtor to (1) maintain sufficient liquidity to preserve its assets over the course of this chapter 11 case and consummate a plan of reorganization, (2) continue daily tasks required by various local, state, and federal regulatory agencies, and (3) make improvements which will increase the

Debtor's short- and long-term cash flow and allow the Debtor to exit bankruptcy as a stronger, more profitable going concern.

24. Further, a grant of the relief requested is in the best interest of creditors. As described herein, an extension of time for the Debtor's use of the existing DIP Loan will allow the Debtor to perform tasks during the bankruptcy case and continue to re-start certain operations pending confirmation of its Plan of Reorganization. These actions would be impossible without the requested post-petition financing and are integral to the Debtor's future as an ongoing concern.

**B. The Automatic Stay Should be Modified on a Limited Basis.**

25. The relief requested herein contemplates a modification of the automatic stay (to the extent applicable) to permit the Debtor to (i) implement the DIP Facility and perform pursuant to the DIP Financing Documents, including without limitation the provisions thereof with respect to collection of Proceeds, and the maintenance of the Deposit Accounts and the Collection Procedures.

26. Stay modification of this kind are ordinary and standard features of post-petition debtor financing facilities and, in the Debtor's business judgment, are reasonable and fair under the present circumstances.

**C. The DIP Lender Should Be Deemed a Good Faith Lender Under Section 364(e) of the Bankruptcy Code.**

27. Section 364(e) of the Bankruptcy Code protects a good faith lender's right to collect on loans extended to a debtor, and its right in any lien securing those loans, even if the authority of the debtor to obtain such loans or grant such liens is later reversed or modified on appeal. Specifically, § 364(e) of the Bankruptcy Code provides that:

The reversal or modification on appeal of an authorization under this section [364 of the Bankruptcy Code] to obtain

credit or incur debt, or of a grant under this section of a priority or a lien, does not affect the validity of any debt so incurred, or any priority or lien so granted, to an entity that extended such credit in good faith, whether or not such entity knew of the pendency of the appeal, unless such authorization and the incurring of such debt, or the granting of such priority or lien, were stayed pending appeal.

11 U.S.C. § 364(e).

28. Section 364(e) of the Bankruptcy Code was designed to “encourage the extension of credit” to debtors by allowing lenders to “rely on a bankruptcy court’s authorization of the transaction.” *In re EDC Holding Co.*, 676 F.2d 945, 947 (7th Cir. 1982) (the purpose of § 364(e) is to “overcome people’s natural reluctance to deal with a bankrupt firm whether as a purchaser or lender by assuring them that so long as they are relying in good faith on a bankruptcy judge’s approval of the transaction they need not worry about their priority merely because some creditor is objecting to the transaction and is trying to get the district court or the court of appeals to reverse the bankruptcy judge.”). *See also In re North Atlantic Millwork Corp.*, 155 B.R. 271, 279 (Bankr. D. Mass. 1993) (“The purpose of section 364(e) is to allow good-faith lenders to rely upon conditions at the time they extend credit and to encourage lenders to lend to bankrupt entities.”).

29. Although the existing DIP financing is provided by Southern Kentucky, whose president Jason Sharp was appointed one of the Co-Chief Restructuring Officers prior to the filing of this case, Southern Kentucky was represented by separate counsel regarding the negotiations related to the post-petition financing proposed herein. As explained above, the DIP Facility is the result of the Debtor’s reasonable and informed determination that the DIP Lender offered the most favorable terms on which to obtain needed post-petition financing, and of extended arm’s-length, good faith negotiations between the Debtor and the DIP Lender. The terms and conditions of the DIP Facility are fair and reasonable, and the proceeds under the DIP Facility will be used only for



purposes that are permissible under the Bankruptcy Code. Further, no consideration is being provided to any party to the DIP Facility other than as described herein.

30. Accordingly, the Court should find that the DIP Lender is a “good faith” lender within the meaning of § 364(e) of the Bankruptcy Code, and is entitled to all of the protections afforded by that section.

31. The terms and conditions of the DIP Loan are fair and reasonable and were negotiated by well-represented, independent parties in good faith and at arm’s-length.

32. As such, the approval of authority to extend the term of the current DIP Facility is allowable and necessary to preserve the Debtor’s assets and its ability to reorganize under the Bankruptcy Code.

### **IMMEDIATE RELIEF AND WAIVER**

33. “[A]n order authorizing the use, sale or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h).

34. The Debtor respectfully requests a waiver of any stay of the effectiveness of the order approving this Motion.

### **NOTICE**

35. No Chapter 11 trustee or creditors’ committee has been appointed in this case as of the filing of the Motion. The Debtor shall provide notice of this Motion as required by Fed. R. Bankr. P. 4001 and Local Bankruptcy Rules 4001-1 and 9013-1. The Motion shall be served by U.S. First Class Mail to all parties listed on the attached Certificate of Service, including the Debtor, the Debtor’s counsel, the list of the Debtor’s 20 largest unsecured creditors, the United States Trustee, counsel for the DIP Lender, all parties known to the Debtor who hold any liens or

security interest in the Debtor's assets who have filed UCC-1 financing statements against the Debtor, or who, to any Debtor's knowledge, have asserted any liens on any of such Debtor's assets, the Internal Revenue Service and all taxing authorities of states in which the Debtor is doing business, and all parties in interest who have requested notice in the case.

WHEREFORE, PREMISES CONSIDERED, the Debtor respectfully requests that the Court enter an order granting the relief requested herein and such other and further relief as the Court may deem proper.

Dated: March 13, 2023

Respectfully submitted,

SPENCER FANE LLP

/s/ Megan F. Clontz

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**COUNSEL FOR DEBTOR  
AND DEBTOR-IN-POSSESSION**

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF OKLAHOMA**

<b>IN RE:</b>	)	
	)	
<b>KEYSTONE GAS CORPORATION</b>	)	<b>Case No. 22-12088-SAH</b>
	)	
<b>Debtor.</b>	)	<b>Chapter 11</b>

**CERTIFICATE OF SERVICE**

This is to certify that on March 13, 2023, a true and correct copy of the *Debtor's Motion to Extend Term of Existing Post-Petition Financing Pursuant to Section 364(c) of the Bankruptcy Code*, filed on March 13, 2023, was served upon the following parties via U.S. First Class Mail:

Ally Bank, c/o AIS Portfolio Services, LLC, 4515 N Santa Fe Ave. Dept. APS, Oklahoma City, OK 73118-7901  
City of Yale, c/o Wyatt D. Swinford, Elias, Books, Brown & Nelson, P.C., Two Leadership Square, Suite 1300, 211 N. Robinson Ave., Oklahoma City, OK 73102-7149  
Guardian Energy Consultants, Inc., 321 S. Frankfort Ave., Tulsa, OK 74120-2428  
Gungoll Jackson Box & Devoll PC, 101 Park Avenue, Suite 1400, Oklahoma City, OK 73102-7216  
J.J.&K. Oil Co., LLC, 114 NW 8th St., Oklahoma City, OK 73102-5805  
Keystone Gas Corporation, PO Box 1156, Drumright, OK 74030-1156  
Little River Energy Company, 1260 E. Broadway St., Drumright, OK 74030-5903  
Marle Production Co., LLC, 5310 E. 31st St., Suite 900, Tulsa, OK 74135-5018  
Oakland Petroleum Operating Co., Inc., 7318 S. Yale Ave., Suite B, Tulsa, OK 74136-7000  
Oklahoma Tax Commission, Oklahoma Tax Commission, PO BOX 269056, Oklahoma City, OK 73126-9056  
RCB Bank, c/o Scott P. Kirtley, Esquire, Riggs, Abney, 502 West 6th Street, Tulsa, OK 74119-1016  
United States Department of Interior, 210 Park Avenue, Suite 400, Oklahoma City, OK 73102-5602  
Wells Fargo Vendor Financial Services, LLC, PO Box 13708, Macon, GA 31208-3708  
Yale Water and Sewer Trust, c/o Wyatt D. Swinford, Elias, Books, Brown & Nelson, P.C., Two Leadership Square, Suite 1300, 211 N. Robinson Ave., Oklahoma City, OK 73102-7149  
Yarhola Production Corporation, 1209 E. Bdwy, Drumright, OK 74030  
USBC Western District of Oklahoma, 215 Dean A. McGee, Oklahoma City, OK 73102-3426  
ADT Security Services, 3190 S. Vaughn Way, Aurora CO 80014-3541  
AT&T, 208 S. Akard Street, Dallas TX 75202-4206  
Advance Oil, 14504 Hwy 75 Alternate, Kiefer OK 74041  
Airgas USA, LLC, P.O. Box 734671, Dallas TX 75373-4671  
Allen Baugh, 12589 South 486th W. Avenue, Drumright OK 74030-5914  
Ally Bank, P.O. Box 380902, Minneapolis MN 55438-0902  
Alvin Rusco, 45210 West Hwy 51, Jennings OK 74038-2516

Arco Environmental Remediation, LLC, 1701 Summit, Suite 2, Plano TX 75074-8175  
Artie Smith, 3809 68th Street, Stillwater OK 74074-2428  
Aruba Petroleum, Inc., 555 Republic Drive, Plano TX 75074-8865  
Aruba Petroleum, Inc., 7018 Stone Meadow Drive, Dallas, TX 75230-2377  
Atchley Resources, Inc., 13903 Quail Pointe Drive, Oklahoma City OK 73134-1002  
B&G Oil Co., P.O. Box 558, Hominy OK 74035-0558  
Baker Hughes Oilfield Inc., 1333 Corporate Drive #300, Irving TX 75038-2535  
BankDirect Capital Finance, 150 North Field Drive, Suite 190, Lake Forest IL 60045-2594  
Barta Enterprises, LLC, 6401 Rambridge Drive, Oklahoma City OK 73162-1728  
Battery Outfitters, P.O. Box 215, Golden MO 65658-0215  
Becca Oil, LLC, P.O. Box 1347, Cushing OK 74023-1347  
Benson Minerals Group, Inc., 1560 Broadway #1900, Denver CO 80202-4947  
Berexco LLC, 2020 Bramblewood, Wichita KS 67206-1094  
Big Four Operation, 1214 South Highland, Cushing OK 74023-5210  
Brandon & Regina Bruner, 7222 S. Fairgrounds Road, Stillwater OK 74074-6172  
Brian McDonald, P.O. Box 61, Jennings OK 74038-0061  
C & B Oil Company, P.O. Box 176, Drumright OK 74030-0176  
C&C Production LLC, P.O. Box 1861, Muskogee OK 74402-1861  
C.W. Davidson, 361574 E. 55 Rd., Jennings OK 74038  
Cartledge & Cartledge Oil Co., PO Box 40, Kiefer OK 74041-0040  
Casa Grande Exploration Co., 11371 Waverly Drive, Casa Grande AZ 85194-6821  
CATERPILLAR FINANCIAL SERVICES CORPORATION, 2120 WEST END AVENUE,  
NASHVILLE TN 37203-5341  
Cathy Baker, 1004 W. Boston PLC, Broken Arrow OK 74012-7609  
Charles Lindsey Riddle, 43747 West 131st Street, Bristow OK 74010-9527  
Cher Oil Company Inc., 7317 S. Ripley Road, Ripley OK 74062-6227  
Chizum Oil, LLC, P.O. Box 123, Andover KS 67002-0123  
Chris Clemenshine, 2425 E. 53rd Street, Tulsa OK 74105-6601  
Cindy Edwards, 4110 N. Rosebud Road, Drumright OK 74030-5828  
Circle 9 Resources LLC, 210 Park Avenue, Suite 1350, Oklahoma City OK 73102-5631  
Circle 9 Resources LLC, P.O. Box 249, Oklahoma City OK 73101-0249  
Circle 9 Resources LLC, c/o Justin G. Bates, Phillips Murrah P.C., 101 North Robinson, Oklahoma  
City OK 73102-5504  
Circle K Oil & Gas, P.O. Box 276, Sand Springs OK 74063-0276  
Cissy Spencer, P.O. Box 291, Jennings OK 74038-0291  
City of Yale, 209 N. Main Street, Yale OK 74085-2509  
City of Yale, c/o Roger L. McMillian, Roger L. McMillian, P.C., 111 W. 9th, Stillwater OK 74074-  
4606  
Clarence L. Smith, P.O. Box 164, Hallett OK 74034-0164  
Clemishire Drilling Co., 2425 E. 53rd Street, Tulsa OK 74105-6601  
Clint T. Swanson, 1516 S Boston Avenue, Suite 130, Tulsa, OK 74119-4053  
Clyde Matheson Jr. & Nancy C. Trust, 2208 S. Council Creek Road, Stillwater OK 74074-7096  
Clyde Matheson Jr. and Nancy C. Matheson Trust, 2208 South Council Creek Road, Stillwater  
OK 74074-7096

Commissioners of the Land Office, State of Oklahoma, 204 North Robinson, Suite 900, Oklahoma City OK 73102-6806  
Community Care, P.O. Box 3249, Tulsa OK 74101-3249  
Concorde Resources Corporation, P.O. Box 841, Eufaula OK 74432-0841  
Creek County Treasurer, 317 E. Lee, Room 201, Sapulpa OK 74066-4325  
Daisy Dowty, RCB Bank, P.O. Box 189, Claremore, OK 74018-0189  
Dan A. and Geraldine L. Simonton, 48098 W. 131st Street South, Drumright OK 74030-5515  
Daniel Gilliss, 10625 S. Hwy 99, Drumright OK 74030-5920  
Davco Fab, P.O. Box 361, 921 North Main, Jennings OK 74038-0361  
David Poulter, P.O. Box 31, Jennings OK 74038-0031  
De Lange Landen Financial Services, Inc., 1111 Old Eagle School Road, Wayne PA 19087-1453  
Deborah Addison, 5500 West Oasis Road, Tucson AZ 85742-8541  
Deisenroth Oilfield Service, 1924 S. Utica Avenue, Suite 540, Tulsa OK 74104-6511  
DELL FINANCIAL SERVICES, P O BOX 81577, AUSTIN TX 78708-1577  
Dell Financial Services, Resurgent Acquisitions LLC, c/o Resurgent Capital Services LP, 55 Beattie Place, Suite 110, Greenville SC 29601-5115  
Delong Oil & Gas, Inc., P.O. Box 591, Drumright OK 74030-0591  
Department of the Army, U.S. Army Corp. of Engineers, 5722 Integrity Drive, Millington TN 38054-5028  
Dexxon Yarhola, 732 Indiana Avenue, Kiefer OK 74041-4541  
Donna Kramp, 62100 E. 5500 Road, Jennings OK 74038  
Donna Moreland, 121 West 68th Street, Stillwater OK 74074-5921  
Dorla M. Brown Living Trust, 2156 E. 48th Place, Tulsa OK 74105-8709  
E. Nossaman Oil, Inc., 429 W. Ercoupe Drive, Midwest City OK 73110-2904  
Eagle River Energy Corp., 3701 S. Orange Circle, Broken Arrow OK 74011-1103  
Earl Oil, Inc., 1910 Copperfield, Stillwater OK 74074-1079  
Earl-Le Dozier, LLC, P.O. Box 351, 512 W. Highway 33, Drumright OK 74030-0351  
Earl-Le Oil Company, 15341 S. 465th West Avenue, Bristow OK 74010-9547  
Edge Oil Company, P.O. Box 284, Cleveland OK 74020-0284  
Emerald Oil LLC, 369142 East 960 Road, Welty OK 74833-3906  
Erin Poulter, P.O. Box 111, Jennings OK 74038-0111  
Fairview Production, P.O. Box 1995, Muldrow OK 74948-1995  
Fallen Timbers Energy, LLC, 2202 E. 49th Street, Suite 330, Tulsa OK 74105-8713  
First United Bank, P.O. Box 130, Durant OK 74702-0130  
Fort Cobb Fuel Authority, LLC, 3186D Airway Avenue, Costa Mesa CA 92626-4650  
Fowler of Tulsa C LLC, c/o Michael S. Fowler, 2721 NW 36th Avenue, Norman OK 73072-2411  
Frank & Tonya Magness, 7200 E. Deep Rock Road, Cushing OK 74023-2994  
Freddy Campo, 4004 N. Norfolk Road, Cushing OK 74023-8729  
G & C Petroleum Inc., 102 W. Boston Avenue, Yale OK 74085-2502  
GMG Oil & Gas Corporation, P.O. Box 1235, Okmulgee OK 74447-1235  
Gary & Dee Dee Tucker, P.O. Box 53, Jennings OK 74038-0053  
Glimp Oil Company, P.O. Box 391, Drumright OK 74030-0391  
Greg Sparks, P.O. Box 3897, Afton OK 74331-3897  
Gungoll, Jackson, Box, Devoll, PC, P.O. Box 1549, Enid OK 73702-1549  
Harold Cundiff, 11906 S. Country Club Road, Stillwater OK 74059-4199

Harris Oil Co., Inc., Drawer 112, Cushing OK 74023-0112  
Harris Oil Co., Inc., P.O. Box 1110, Cushing, OK 74023-1110  
Huntington Energy, L.L.C., 908 N.W. 71st Street, Oklahoma City OK 73116-7402  
Indian Electric Coop, 2506 E. Highway 64, Cleveland OK 74020-4054  
Industrial Oils Unlimited, P.O. Box 3066, Tulsa OK 74101-3066  
Internal Revenue Service, Centralized Insolvency Operation, P.O. Box 7346, Philadelphia PA 19101-7346  
J J & K Oil Company LLC, McDonald Law PLLC, 15 W 6th Street Suite 2606, Tulsa OK 74119-5413  
J.A. Marrs Oil Company, P.O. Box 1157, Drumright OK 74030-1157  
Jacam Catalyst, LLC, 205 S Broadway, Sterling, KS 67579-2339  
Jacam Chemicals 2013 LLC, 205 S. Broadway, P.O. Box 96, Sterling KS 67579-0096  
Jacob Paul Griffin, P.O. Box 51, Hallett OK 74034-0051  
James Hager, 201 W. 3rd Street, Jennings OK 74038  
James J. Hodgens, PC, P.O. Box 686, 301 West Main Street, Stroud OK 74079-3611  
James Vandever, P.O. Box 64, Jennings OK 74038-0064  
Jaye Wilson, 3166 Old Hwy 52 South, Pilot Mountain NC 27041-7114  
Jeff Scott, 1805 E. 32nd Place, Tulsa OK 74105-2219  
Jeremy Speaks, P.O. Box 412, Jennings OK 74038-0412  
Jeremy W. Tillery, 320 West Web Street, Glencoe OK 74032-1466  
Jessica Gosney, P.O. Box 86, Jennings OK 74038-0086  
Jessica Woodward, P.O. Box 363, Jennings OK 74038-0363  
Jimmy Sternbach, 368840 Old Terlton Road, Terlton OK 74081-3705  
Jo Lynn Digranes, 1223 Villas Creek Drive, Edmond OK 73003-3097  
Joe Waters, P.O. Box 70, Luther OK 73054-0070  
KLO, LLC, McDonald Law, PLLC, 15 W 6th St., Ste. 2606, Tulsa, OK 74119-5413  
KLO, LLC, c/o David W. Kvach, 321 S. Frankfort Avenue, Tulsa OK 74120-2428  
Kaleb Morphey, 359505 W. 5750 Road, Jennings OK 74038  
Keener Oil & Gas Company, 1648 South Boston, Suite 200, Tulsa OK 74119-4434  
Koby Oil Company, LLC, P.O. Box 1945, Oklahoma City OK 73101-1945  
LVNV Funding, LLC, Resurgent Capital Services, PO Box 10587, Greenville, SC 29603-0587  
LARRY & SHEILA MARTIN, 346751 E 4200 RD, PAWNEE OK 74058-3418  
Larry Wolff, 750033 South 3540 Road, Cushing OK 74023-6740  
Lee Levinson, Levinson, Smith & Huffman, P.C., 1743 E. 71st Street, Tulsa OK 74136-5108  
Levinson Smith & Huffman P.C., 1743 East 71st Street, Tulsa OK 74136-5108  
Lincoln County Land Office, 811 Manvel Avenue, Suite 5, Chandler OK 74834-3800  
Lincoln County Treasurer, 811 Manvel Avenue #6, Chandler OK 74834-3800  
Linda R. Ramsey, 137 East Maple Street, Drumright OK 74030-2630  
Little River Energy Company, McDonald Law PLLC, 15 W 6th St Ste 2606, Tulsa OK 74119-5413  
Logan County RWD #3, P.O. Box 187, Marshall OK 73056-0187  
Logan County Treasurer, Logan County Courthouse, 301 E. Harrison Avenue #100, Guthrie OK 73044-4939  
Logan County Treasurer, PO Box 219, Guthrie OK 73044-0219  
Lojel Energy, LLC, 9724 Briarcreek, Oklahoma City OK 73162-7418



Loki Oil LLC ,1800 South Little Avenue, Cushing OK 74023-4854  
Loki Oil LLC, PO Box 142, Cushing, OK 74023-0142  
Loy Boyle d/b/a High Energy, P.O. Box 1762, Cushing OK 74023-1762  
Maggard Supply & Oil Company, 257 Will Hayes Road, Ellisville MS 39437-4422  
Maggie Meidinger, P.O. Box 234, Jennings OK 74038-0234  
Marc L. Ellison, 2211 Norfolk St, Suite 510, Houston, TX 77098-4048  
Mark A. Sellers, P.O. Box 443, Drumright OK 74030-0443  
Mark Lauderdale Enterprise, 3215 E. Deep Rock Road, Cushing OK 74023-6425  
Marvin & Mary Vann, 36356 Pinehill Road, Bristow OK 74010-2054  
Matthew Griffith, 1393 S. 441st W. Avenue, Terlton OK 74081-3329  
Matthew Stollings, 6123 N. Harmony Road, Cushing OK 74023-6177  
Max Haken Glenco, 9815 N. Bethel Road, Glencoe OK 74032-1500  
Measurement Solutions, Inc., 6705 E. 81st Street, Suite 156, Tulsa OK 74133-4129  
Melba Watts, P.O. Box 434, Jennings OK 74038-0434  
Memorial Machine, 6303 S. 40th West Avenue, Tulsa OK 74132-1200  
Michael Jones, 52449 W. Hwy 16, Drumright OK 74030-4445  
Mickalson Operating Company, P.O. Drawer 409, Jennings OK 74038-0409  
Mid-Con Energy, III L.L.C., 2341 East 61st Street, Suite 850, Tulsa OK 74136  
Mike Lauderdale, 3215 East Deeprock Road, Cushing OK 74023-6425  
Mike Lauderdale Enterprise, 3215 E. Deep Rock Road, Cushing OK 74023-6425  
Morgan Zollars, P.O. Box 481, Jennings OK 74038-0481  
Myrna Sellers, 52594 West 101st Street South, Drumright OK 74030-5778  
NBI Services, Inc., P.O. Box 4470, Tulsa OK 74159-0470  
Nossaman E Oil Co., Inc., P.O. Box 15793, Oklahoma City OK 73155-5793  
OGE Energy Corp., P.O. Box 321, Oklahoma City OK 73101-0321  
Oak Hill Petroleum Corporation, 1611 Randel Road, Oklahoma City OK 73116-5627  
Oakland Petroleum Operating, 1801 East 71st Street, Tulsa OK 74136-3922  
Oakland Petroleum Operating, c/o Evan M. McLemore, Levinson, Smith & Huffman, P.C., 1743 E. 71st Street, Tulsa OK 74136-5108  
Oakland Petroleum Operating Co, Inc. Creek County, 15 W 6th St Ste 2606, Tulsa OK 74119-5413  
Office of Natural Resources Revenue, 6525 N. Meridian Avenue, Suite 270, Oklahoma City OK 73116-1420  
Oil State Petroleum, P.O. Box 250, Jennings OK 74038-0250  
Okie 811, 6908 N. Robinson Avenue, Oklahoma City OK 73116-9041  
Oklahoma Corporation Commission, 2101 North Lincoln Blvd., Oklahoma City OK 73105-4993  
Oklahoma One Call System Inc., 6908 N. Robinson Avenue, Oklahoma City OK 73116-9041  
OKLAHOMA TAX COMMISSION, GENERAL COUNSELS OFFICE, 100 N BROADWAY AVE SUITE 1500, OKLAHOMA CITY OK 73102-8601  
Oklahoma Tax Commission, Attn: Bankruptcy, P.O. Box 269056, Oklahoma City OK 73126-9056  
Oklahoma Tax Commission, Attn: Legal, PO Box 269056, Oklahoma City, OK 73126-9056  
Omega Rail Management Inc., 109 Westpark Drive, Suite 440, Brentwood TN 37027-5032  
Omega Rail Management, Inc., 4721 Trousdale Drive, Suite 206, Nashville TN 37220-1372  
PACE Exploration, P.O. Box 701923, Tulsa OK 74170-1923  
Paradigm Twenty LLC, 5821 Jesse Lane, Stillwater OK 74074-8641

PARWEST LAND EXPLORATION, INC., 2601 NW EXPRESSWAY STE 500W,  
OKLAHOMA CITY OK 73112-7201  
Parwest Land Exploration, Inc., c/o C. Robert Stell, 252 NW 70th Street, Oklahoma City OK  
73116-7807  
Patti Lynn Bryant, c/o Micah D. Sexton, 123 W. 7th, Suite 202, P.O. Box 1118, Stillwater OK  
74076-1118  
Patti Lynn Bryant, c/o Scott Kevin Thomas, P.O. Box 1118, 123 West 7th Avenue, Suite 200,  
Stillwater OK 74074-4029  
Paul Jones, P.O. Box 183, Jennings OK 74038-0183  
Pawnee County Assessor, 500 Harrison Street #201, Pawnee OK 74058-2568  
Payne County Rural Water District #2, P.O. Box 103, Terlton OK 74081-0103  
Payne County Treasurer, 315 W. 6th Avenue, Stillwater OK 74074-4079  
Petco Petroleum Corporation, 108 East Ogden Avenue, Hinsdale IL 60521-3874  
Petro Warrior L.L.C., P.O. Box 306, Broken Arrow OK 74013-0306  
Phil's Testing & Consulting, LLC, 13125 SE 40th Street, Choctaw OK 73020-6134  
Philip Osterhout, P.O. Box 693, Drumright OK 74030-0693  
Pitney Bowes, 2225 American Drive, Neenah WI 54956-1005  
Pitney Bowes, c/o McCarthy, Burgess & Wolff, 26000 Cannon Road, Cleveland OH 44146-1807  
Pitney Bowes Inc, 27 Waterview Dr, 3rd Fl, Shelton, CT 06484-4361  
RBT Operating LLC, 2209 S. Airport Road, Cleveland OK 74020-4248  
RCB BANK ATTN SPECIAL ASSETS, 300 W PATTI PAGE BLVD, CLAREMORE OK 74017-  
8039  
RSI, Inc., P.O. Box 1829, Seminole OK 74818-1829  
Randall & Deborah Fitzsimmons, 397180 W. 300 Road, Copan OK 74022-5403  
Redtail Investments LLC, P.O. Box 120, Wheatland OK 73097-0120  
Revard Oil & Gas Properties, Inc., P.O. Box 702294, Tulsa OK 74170-2294  
Richard Allen Sellers, III, P.O. Box 711, Drumright OK 74030-0711  
Ricky Ellifritt, 9954 South Hwy 99, Drumright OK 74030-5779  
River Energy Ltd, LLC, P.O. Box 289, Mannford OK 74044-0289  
Roberson Oil Company, Inc., P.O. Box 8, Ada OK 74821-0008  
Rodney Patterson, P.O. Box 132, Jennings OK 74038-0132  
Roe Oil Company, c/o Larry Roe, 6707 N. Harmony Road, P.O. Box 86, Cushing OK 74023-0086  
Roger D Matheson, 12900 E 19th Avenue, Stillwater OK 74074-6519  
Ruh Oil Company, P.O. Box 841, Owasso OK 74055-0841  
S & M Production, P.O. Box 366, Pawnee OK 74058-0366  
Sandra L. Kastning, P.O. Box 470, Jennings OK 74038-0470  
Shawn Franklin Henry, 6908 Liberty Trails Blvd., Oklahoma City OK 73135-1902  
Shideler Enterprises, Inc., P.O. Box 1233, Drumright OK 74030-1233  
Sparks Oil Company, P.O. Box 597, Cleveland OK 74020-0597  
Spress Oil Company, 200 South Broadway Street, Cleveland OK 74020-4617  
Stacy Operating, LLC, P.O. Box 511, Cushing OK 74023-0511  
Steve Crowder, P.O. Box 1113, Drumright OK 74030-1113  
Suddenlink, 200 Jericho Quadrangle, Jericho NY 11753-2701  
Sue Carmel Pinkerton, 1701 E. Fairlawn, Cushing OK 74023-5755  
Superior Oil & Gas, LLC, 42516 Hwy 412, Ringwood OK 73768-7009



Superior Pipeline, P.O. Box 702500, Tulsa OK 74170-2500  
Superior Pipeline Company, LLC, Attention: John Rosentreter, 8200 South Unit Drive, Tulsa, OK 74132-5300  
Sykes Production, LLD, P.O. Box 527, Cleveland OK 74020-0527  
TERZAN ENERGY II LLC, 880980 S 3420 RD, CHANDLER, OK 74834-5024  
Tamera Clark, P.O. Box 182, Jennings OK 74038-0182  
Tammy Clark, P.O. Box 263, Jennings OK 74038-0263  
Tap Petroleum, Inc., P.O. Box 54, Cleveland OK 74020-0054  
Tarka Energy, LLC, 2 Riverway, Suite 1100, Houston TX 77056-1940  
Trina Tatum, P.O. Box 184, Jennings OK 74038-0184  
Tucker Construction Co., Gray Reed, Julia Edwards, 1300 Post Oak Blvd. Ste. 200, Houston, TX 77056-3085  
Umberham Oil Well Company, Box 363, Drumright OK 74030-0363  
United States Trustee, United States Trustee, 215 Dean A. McGee Ave., 4th Floor, Oklahoma City, OK 73102-3479  
Varene Martin, 3936 Caminito Del Mar Cove, San Diego CA 92130-2519  
WALT PETTIT, 705 E YUMA DR, BROKEN ARROW OK 74011-7297  
Warrior Exploration and Production, LLC, P.O. Box 711, Barnsdall OK 74002-0711  
Waukesha-Pearce Industries, LLC, 2211 Norfolk, Suite 510, Houston, TX 77098-4048  
Waukesha-Pearce Industries, LLC, c/o Bernardo J. Garcia, 2040 N. Loop West, Suite 308, Houston TX 77018-8123  
Waukesha-Pearce Industries, LLC, c/o Jon D. Totz, Totz Ellison & Totz, P.C., 2211 Norfolk, Suite 510, Houston TX 77098-4048  
Waukesha-Pierce Industries, LLC, P.O. Box 204116, Dallas TX 75320-4116  
Waukesha-Pierce Industries, LLC, P.O. Box 204116, Dallas TX 75320-4116  
Weaver Investments, Inc., 45988 W. 141st Street South, Bristow OK 74010-9532  
Willis G. Ross, 16316 E. 80th Street, Cushing OK 74023-6079  
Yale Water and Sewage Trust, c/o William K. Elias, Elias, Books, Brown & Nelson, P.C., 211 N. Robinson Avenue, Oklahoma City OK 73102-7149  
Yarhola Production Company, 1209 E. Bdwy, Drumright OK 74030duplicate  
Yohanna Taulman, P.O. Box 333, Jennings OK 74038-0333  
Courtney D. Powell, Spencer Fane LLP, 9400 N. Broadway Extension, Oklahoma City, OK 73114-7451  
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This is to further certify that on March 13, 2023, a true and correct copy of the *Debtor's Motion to Extend Term of Existing Post-Petition Financing Pursuant to Section 364(c) of the Bankruptcy Code*, filed on March 13, 2023, was served to the following parties via the Court's ECF electronic transmission facilities upon the following parties:

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Kay Sewell on behalf of Creditor United States, ex rel., Internal Revenue Service  
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/s/ Megan F. Clontz

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**PROPOSED COUNSEL FOR DEBTOR**